



IFCA MSC BERHAD
(Company No. 453392-T)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of IFCA MSC Berhad ("the Company") will be held at the Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 26 May 2016 at 2.30 p.m. to transact the following business:-

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 2 Resolution 1**
2. To declare a final single-tier dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2015. **Resolution 2**
3. To re-elect the following Directors who retire pursuant to Article 85 of the Company's Articles of Association: **Resolution 3**
 - (i) Chew See Chiew **Resolution 4**
 - (ii) Ooi Bee Bee
 - (iii) Yong Kian Keong
4. To re-elect the following Directors who retire pursuant to Article 90 of the Company's Articles of Association: **Resolution 5**
 - (i) Chow Chee Keng **Resolution 6**
 - (ii) Ngian Siew Siong **Resolution 7**
5. To approve the payment of Directors' fees of RM139,500.00 for the financial year ended 31 December 2015. **Resolution 8**
6. To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**

As Special Business

To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

7. Proposed Share Buy-Back Renewal **Resolution 9**

Proposed Renewal of Shareholders' Mandate to Enable the Company to Purchase up to Ten Percent (10%) of its Issued and Paid-up Share Capital ("Proposed Renewal of the Share Buy-Back Authority")

"THAT subject to the Companies Act, 1965 (the "**Act**"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**") and any other relevant authority, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares of RM0.10 each in the issued and fully paid-up share capital of the Company through Bursa Securities upon such terms and conditions as the Directors may deem fit and in the best interest of the Company provided that:-

 - (a) the aggregate number of shares so purchased and/or held pursuant to this ordinary resolution ("**Purchased Shares**") does not exceed ten percent (10%) of the total issued and fully paid-up capital of the Company at any point in time; and
 - (b) the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits and/or share premium of the Company;

AND THAT the Directors be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 67A of the Act) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares and/or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force

AND THAT the Directors be and are hereby empowered to do all acts and things (including the opening and maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991 and to take all such steps and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations (if any) as may be imposed by the relevant authorities;

AND FURTHER THAT the authority conferred by this ordinary resolution shall be effective immediately upon passing of this ordinary resolution and shall continue in force until the conclusion of the next annual general meeting ("**AGM**") of the Company or the expiry of the period within which the next AGM of the Company is required by law to be held (whichever is earlier), unless earlier revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting, but shall not prejudice the completion of purchase(s) by the Company before that aforesaid expiry date and in any event in accordance with the provisions of the Listing Requirements and other relevant authorities."

8. To transact any other ordinary business of which due notice has been duly given in accordance with the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Eighteenth Annual General Meeting to be held on 26 May 2016, a single-tier final dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2015 will be paid on 15 July 2016 to Depositors registered in the Record of Depositors at the close of business on 31 May 2016.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 31 May 2016 in respect of transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order Of The Board

Wong Kam Khan (MIA 3153)

Yap Kim Sing (LS 01376)

Company Secretaries

29 APRIL 2016

Notes:

1. Notes on Appointment of Proxy.

- a) A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote on his stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of a proxy and the provisions of Section 149(1) (a), (b) and (c) of the Companies Act, 1965 shall not apply to the Company.
- b) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's Seal or under the hand of an officer or attorney duly authorised.
- c) Where a member appoints more than one (1) proxy to attend the same meeting, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- e) Where a member of the Company is an exempt authorised nominee as defined under the SICDA, which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**ombibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ombibus account it holds.
- f) Where the authorised nominee or an exempt authorised nominee appoints two (2) or more proxies, the proportion of the shareholdings to be represented must be specified in the instrument appointing the proxies.
- g) The instrument appointing a proxy or proxies duly completed must be deposited at the Registered Office of the Company situated at 24B, Persiaran Zaaba, Taman Tun Dr. Ismail, 60000 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting i.e. on or before 02.30 p.m., Tuesday, 24 May 2016.
- h) A depositor whose name appears in the Record of Depositors as at 18 May 2016 shall be regarded as a Member of the Company and be entitled to attend this Annual General Meeting or appoint a proxy to attend and vote on his behalf.

2. Audited Financial Statement for the financial year ended 31 December 2015

The Audited Financial Statement in Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

Explanatory Notes on Special Business:

1. Ordinary Resolution 9 - Proposed Renewal of the Share Buy-Back Authority

Ordinary Resolution 9, if passed will enable the Company to utilise any of its surplus financial resources to purchase its own shares through Bursa Securities up to ten percent (10%) of the issued and paid-up capital of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next AGM of the Company. Further information on the Proposed Renewal of the Share Buy-Back Authority are set out in the Statement to Shareholders of the Company which is dispatched together with the Company's Annual Report for the year ended 2015.